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8 **UNITED STATES DISTRICT COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**
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12 **EIG GLOBAL ENERGY PARTNERS,**
13 **LLC,**
a Delaware limited liability company,

14 **Plaintiff,**

15 **v.**

16 **TCW ASSET MANAGEMENT**
17 **COMPANY,**
a California corporation, **THE TCW**
18 **GROUP, INC.,** a Nevada corporation,
and **TRUST COMPANY OF THE**
19 **WEST,** a California corporation,

20 **Defendants.**
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CASE NO.: CV12-07173 CAS
(MANx)

PRELIMINARY INJUNCTION
ORDER

Hearing Date: November 30, 2012
Time: 1:30 p.m.
Judge: Hon. Christina A. Snyder
Complaint Filed: August 21, 2012

1 This matter having been brought before the Court by plaintiff EIG Global
 2 Energy Partners, LLC ("EIG") on its motion for preliminary injunction, and the
 3 Court having considered the moving papers, all opposition thereto, and the
 4 arguments of counsel, and the Court having determined that it is appropriate to grant
 5 limited relief without enjoining consummation of the Carlyle Transaction,

6 **IT IS HEREBY ORDERED that:**

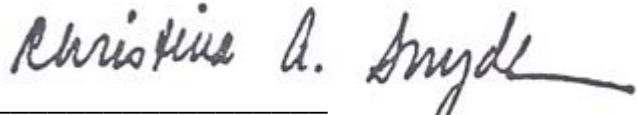
7 Until the earlier of (i) issuance of a final award by the arbitrator of the claims
 8 asserted by EIG in *EIG Global Energy Partners, LLC v. TCW Asset Management*
 9 *Company, et al.*, JAMS Arbitration Number 12200449, (ii) the parties execution of
 10 a definitive agreement resolving such claims (each, a "Determination"), or (iii) a
 11 transfer to the trust provided for in the succeeding paragraph, defendants TCW
 12 ASSET MANAGEMENT COMPANY ("TAMCO"), THE TCW GROUP, INC.
 13 ("TCW") and TRUST COMPANY OF THE WEST ("Trust Co."), and each of their
 14 officers, directors, agents, servants, employees, subsidiaries, and attorneys, and any
 15 persons in active concert or participation with them who receive actual notice of
 16 this injunction by personal service or otherwise, are preliminarily enjoined from
 17 consummating any sale, exchange, transfer or assignment that would result in a
 18 change in "control" (as defined in the Limited Liability Company Agreement of
 19 TCW-EIG Alternative Investments, LLC (as amended, the "LLC Agreement")) of
 20 the Membership Interest (as defined in the LLC Agreement) owned by TAMCO.
 21 Except as otherwise provided in this Order, defendants may take all steps necessary
 22 to effectuate and close the Carlyle Transaction.

23 **IT IS FURTHER ORDERED that:**

24 In the event there has been no Determination prior to the 10th business day
 25 prior to the closing of any sale, exchange, transfer or assignment that would, but for
 26 the transfer provided for below, result in a change in "control" (as defined in the
 27 LLC Agreement) of the Membership Interest (as defined in the LLC Agreement)
 28 owned by TAMCO), or upon such earlier date as the court may order, TAMCO

1 shall transfer its entire Membership Interest to a trust for the sole benefit of
2 TAMCO to hold separate its Membership Interest, with R. Blair Thomas and a
3 Société Générale designee, as co-trustees (the "Trustees"), acting together, having
4 full rights, powers and discretion to exercise the voting, consent and approval rights
5 included in such Membership Interest until there is a Determination, provided,
6 however, that the Trustees shall take no action that would adversely affect
7 TAMCO's economic rights in respect of its Membership Interest.

8 Dated: December 7, 2012



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10 Hon. Christina A. Snyder
UNITED STATES DISTRICT JUDGE
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